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U.S. DISTRICT COURT
DISTRICT OF NEBRASKA

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OFFICE OF THE CLERK

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA

KERRI M. HILL

Plaintiff,

v.

EMERGENCY DENTAL, INC. and
BRENTWOOD DENTAL GROUP, INC.,

Defendant.

Case No.: 8:04CV 00613

PROTECTIVE ORDER

To expedite the flow of discovery material, facilitate the prompt resolution of disputes over confidentiality, protect adequately material entitled to be kept confidential, and ensure that protection is afforded only to material so entitled, pursuant to the Court's authority under Rule 26(c) of the Federal Rules of Civil Procedure, and with the consent of the parties,

IT IS ORDERED:

1. Emergency Dental, Inc.'s tax filings from 2001 to the present, requested pursuant to the Plaintiff's Request for Production of Documents, shall be produced subject to the following:

a) Federal and state income tax returns for years 2001, 2002 and 2003 shall be produced. Federal and state income tax returns for years 2004 and beyond shall not be produced unless upon a further Order of this court. The documents produced, and all copies, summaries, excerpts or abstracts of the documents produced, are included within this order.

b) Except upon order of the court or with the prior written consent of Emergency Dental, Inc., the documents shall not be used except as necessary in litigation between the Plaintiff and the Defendants and shall not be directly or indirectly disclosed to

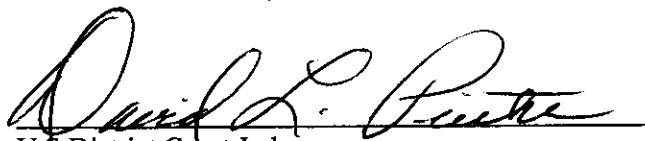
any person other than the Court, the Plaintiff or the Defendants, their counsel, legal assistants, secretaries, and other persons who may be employed by counsel for the Plaintiff, court reporters, witnesses, and expert witnesses. Any such person who is provided access or copies to documents shall be subject to the terms of this Order.

2. Within thirty (30) days after the final disposition of litigation between the Plaintiff and the Defendants, whether by judgment and exhaustion of all appeals, or by voluntary dismissal, ("Final Disposition") Plaintiff shall return all such documents and all copies, excerpts and abstracts to Emergency Dental, Inc. Counsel for the Plaintiff must continue to maintain the confidentiality of all such documents until the documents are returned. In addition, the Plaintiff's counsel will send written notice to the counsel for Emergency Dental, Inc. that it has returned all such documents and is no longer in possession of any of such documents of Emergency Dental, Inc.

3. Any waiver under this Order must be in writing or, if at a deposition or in Court, on the record. Any waiver, unless expressly made general, shall be deemed limited to the specified purposes of the request or proceeding involved, and shall not otherwise waive any of the protections provided by this Order.

4. The terms and provisions of this Order are subject to modification, extension or limitation as may be hereafter agreed upon by the Plaintiff and Defendant Emergency Dental, Inc. or order of this Court.

SIGNED the 30th day of June, 2005.


U.S. District Court Judge
Harrisburg

Approved as to form:

By: /S/
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ATTORNEY FOR PLAINTIFF

Approved as to form:

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Emergency Dental, Inc.

Approved as to form:

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